

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE**

IN RE:)	Chapter 11
)	
NORTHWESTERN CORP.)	Bankruptcy Case No. 03-12872 (JLP)
)	
Debtor.)	
<hr/>		
Magten Asset Management Corp., <i>et al.</i>)	
)	
Appellants)	
v.)	Civil Action No. 05-0209-JJF
NorthWestern Corp., <i>et al.</i>)	
)	
Appellees)	

STIPULATION AND ORDER ESTABLISHING BRIEFING SCHEDULE

WHEREAS on March 17, 2005, Magten Asset Management Corporation and Law Debenture Trust Company of New York (the "Appellants"), filed a notice of appeal under 28 U.S.C. § 158(a) in the United States Bankruptcy Court for the District of Delaware (the "Appeal");

WHEREAS on April 14, 2005, the Appeal was docketed in the District Court for the District of Delaware;

IT IS HEREBY STIPULATED, AGREED AND ORDERED by and between Appellants and NorthWestern Corporation (the "Appellee"), that:

1. Appellants shall have through and including July 27, 2005 to file and serve an opening brief and supporting memoranda, affidavit and appendix in support of the Appeal.
2. Appellee shall have through and including August 23, 2005 to file and serve an answering brief and supporting memoranda, affidavit and appendix.
3. Appellants shall have through and including September 7, 2005 to file and serve a reply brief and supporting memoranda, affidavit and appendix in response to any answering brief filed by Appellee.

BLANK ROME LLP



Mark J. Packel (DE No. 4048)
Elio Battista, Jr. (DE No. 3814)
1201 Market Street, Suite 800
Wilmington, DE 19801
Telephone: (302) 425-6400

-and-

**FRIED, FRANK, HARRIS, SHRIVER &
JACOBSON LLP**

Bonnie Steingart
Gary L. Kaplan
One New York Plaza
New York, NY 10004
Telephone: (212) 859-8000

-and-

**SMITH, KATZENSTEIN &
FURLOW, LLP**

/s/ Kathleen M. Miller

Kathleen M. Miller (DE No. 2898)
800 Delaware Avenue, 7th Floor
Wilmington, DE 19801
Telephone: (302) 652-8400

-and-

NIXON PEABODY LLP

Amanda D. Darwin, BBO No. 547654
John V. Snellings, BBO No. 548791
100 Summer Street
Boston, MA 02110
Telephone: (617) 345-1000

Attorneys for Appellants

SO ORDERED, this _____ day of _____, 2005

GREENBERG TRAURIG, LLP



Scott D. Cousins (DE No. 3079)
William E. Chipman, Jr. (DE No. 3818)
1000 West Street, Suite 1540
Wilmington, DE 19801
Telephone: (302) 661-7000

-and-

**PAUL, HASTINGS, JANOFSKY &
WALKER LLP**

Jesse H. Austin, III, Esq.
Karol K. Denniston, Esq.
600 Peachtree Street, Suite 2400
Atlanta, GA 30308
Telephone: (404) 815-2400

Attorneys for Appellee

The Honorable Joseph J. Farnan
United States District Court Judge